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Attorneys for Defendants

AUTONOMY CORPORATION PLC

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

GA ESCROW, LLC, a Delaware limited liability company, a Representative for the Escrow Participants,

Plaintiff,

v.

AUTONOMY CORPORATION PLC, a corporation formed under the laws of England and Wales

Defendants.

CASE NO. C08-01784SI

**NOTICE REGARDING EXHIBIT C TO
DECLARATION OF ANDREW M.
KANTER SUBMITTED IN SUPPORT OF
DEFENDANT'S MOTION TO DISMISS
UNDER RULE 12(B)(6)**

Date: July 11, 2008
Time: 9:00 AM
Judge: The Hon. Susan Ilston

Defendant Autonomy plc hereby notifies the Court and plaintiff GA Escrow, LLC that Exhibit C attached to the Declaration of Andrew M. Kanter filed in support of Defendant's Motion to Dismiss Pursuant To Federal Rule of Civil Procedure 12(b)(6) on April 9, 2008, is incorrect. A correct version of Exhibit C, which is described in detail in plaintiff's Complaint at paragraph 18, is attached hereto as Exhibit C.

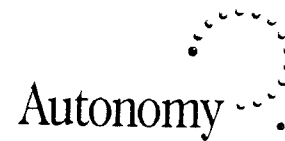
Dated: June 23, 2008

Respectfully submitted
DOLL AMIR & ELEY

By /s/ Gregory L. Doll
Gregory L. Doll

Attorneys for Defendant Autonomy Corporation plc

EXHIBIT C



11 September 2007

BY FAX AND POST

GA Escrow, LLC
c/o General Atlantic Service Company, LLC
3 Pickwick Plaza
Greenwich, CT 06830
USA
Attention: Christopher G. Lanning
Facsimile: (203) 302-3044

U.S. Bank National Association
One California Street
Suite 2100
San Francisco, CA 94111
USA
Attention: Michael Susnow
Facsimile: (415) 273-4591

Dear Sirs,

Re: Zantaz, Inc. Notice of Claim

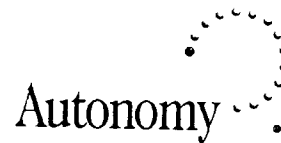
Reference is made to (i) the Agreement and Plan of Merger dated as of 3 July 2007 ("Merger Agreement") by and among Autonomy Corporation plc ("Parent"), Antelope Acquisition Corp., Zantaz, Inc. (the "Company") and GA Escrow, LLC, as Escrow Participants' Representative, and (ii) the Escrow Agreement dated as of 20 July 2007 ("Escrow Agreement") by and among Autonomy, the Escrow Participants' Representative and the Escrow Agent. Capitalized terms used herein but not otherwise defined shall have the meanings attributed to such terms in the Merger Agreement and the Escrow Agreement.

This letter shall constitute (i) a Notice of Claim pursuant to Section 8.5 of the Merger Agreement, and (ii) a Payment Request with respect to indemnification for Losses under Article VIII of the Merger Agreement in accordance with Section 3(b) of the Escrow Agreement.

Notice of Claim

Parent Indemnitees have incurred Losses or anticipate that they will incur Losses, for which they are entitled to indemnification pursuant to the Merger Agreement. The amount of such Losses or a reasonable estimate of the foreseeable maximum amount of such Losses is equal to approximately \$8,000,000. Such Losses are separate from, and in addition to, the adjustment to the Merger Consideration based upon Closing Working Capital, as provided in the Closing Working Capital Statement delivered to you on this date.

Page 1



Below is a description of the basis for such Losses:

1. Accounts Payable / Liabilities for Fixed Assets

The Company (i) has material liabilities for fixed assets in the amount of approximately \$2,000,000 which were not disclosed to Parent, and (ii) did not properly reflect additional accounts payable in its financial statements in the amount of approximately \$2,000,000. The Parent Indemnitees are entitled to indemnification for such amounts pursuant to Section 8.2(a) of the Merger Agreement.

2. Accounts Receivable

The Company made inadequate provision for uncollectible accounts receivable in an amount equalling approximately \$2,000,000, and the Parent Indemnitees are entitled to indemnification for such amounts pursuant to Section 8.2(a) of the Merger Agreement.

3. Insufficiency of Accruals in Financial Statements

The Company made inadequate provision for accrued liabilities in its financial statements in an amount equalling approximately \$2,000,000, and the Parent Indemnitees are entitled to indemnification for such amounts pursuant to Section 8.2(a) of the Merger Agreement.

Please feel free to contact me with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "A. Kanter", followed by a horizontal line.

Andrew M Kanter
Chief Operating Officer

Cc: Matthew W. Abbott, Esq. and Douglas A. Cifu, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Facsimile: (212) 757-3990

William A. Myers, Esq.
Morgan, Lewis & Bockius LLP
Facsimile: (415) 442-1001

SEP-11-2007 TUE 03:22 PM

FOR: MORGAN LEWIS &

14154421001

SEND

DATE	START	RECEIVER	TX TIME	PAGES	TYPE	NOTE	M#	DP
SEP-11	03:21 PM	14506#0591130014#120 33023044#	53"	3	FAX TX	OK	382	

TOTAL : 53S PAGES: 3

Morgan, Lewis & Bockius LLP
One Market, Spear Street Tower
San Francisco, CA 94105-1126
TEL: 415.442.1000
FAX: 415.442.1001
eFax: 877.432.9652
www.morganlewis.com

Morgan Lewis
COUNSELORS AT LAW

SEND TO

Name:	Christopher G. Lanning	Firm:	GA Escrow, LLC c/o General Atlantic Sercive Company, LLC
FAX #:	203.302.3044	Telephone #:	
Name:	Michael Susnow	Firm:	U.S. Bank National Association
FAX #:	415.273.4591	Telephone #:	
Name:	Matthew W. Abbott & Douglas A. Cifu	Firm:	Paul, Weiss, Rifkind, Wahrton & Garrison LLP
FAX #:	212.757.3990	Telephone #:	

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FROM

Name:	William A. Myers	Floor:	
Operator Sending:		Telephone #	415.442.1307
FAX #:	877.432.9652	Date Sent:	September 11, 2007
		No of Pages:	3 (including cover page)

COMMENTS

Re: Autonomy Corporation plc

SEP-11-2007 TUE 03:05 PM

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Morgan Lewis
COUNSELORS AT LAW

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Name:	Matthew W. Abbott & Douglas A. Cifu	Firm:	Paul, Weiss, Rifkind, Wahrton & Garrison LLP
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COMMENTS

Re: Autonomy Corporation plc

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 1888 Century Park East, Suite 1106, Los Angeles, California 90067.

On June 23, 2008, I served the foregoing document(s) described as **NOTICE REGARDING EXHIBIT C TO DECLARATION OF ANDREW M. KANTER SUBMITTED IN SUPPORT OF DEFENDANT'S MOTION TO DISMISS UNDER RULE 12(B)(6)** on the parties in this action by serving:

Arthur J. Shartsis, Esq.
Gregg S. Farano, Esq.
Shartsis Friese LLP
One Maritime Plaza, 18th Floor
San Francisco, CA 94111

() **By Envelope:** by placing () the original (**X**) a true copy thereof enclosed in sealed envelopes addressed as above and delivering such envelopes:

() **By Mail:** As follows: I am "readily familiar" with this firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. postal service on that same day with postage thereon fully prepaid at Los Angeles, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

() **By Personal Service:** I delivered such envelope by hand to the offices of the addressee(s).

() **By Facsimile Transmission:** On June 23, 2008, I caused the above-named document to be transmitted by facsimile transmission to the offices of the addressee(s) at the facsimile number(s) so indicated above. The transmission was reported as complete and without error.

() **By Electronic Mail:** I scanned and submitted an electronic versions of the document via electronic mail to the attached Service List and confirmed receipt of the e-mail.

(**X**) **By Electronic Filing:** Based upon my training and experience with electronic filing in the federal courts, it is my understanding that a copy of this Document, upon its submission to the Court, will be electronically served on the addressees.

Executed on June 23, 2008 at Los Angeles, California.

() **STATE** I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

(**X**) **FEDERAL** I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

/s/ Susan Reimers
Susan Reimers